# PRINT OF RESOLUTIONS

COMPANY NUMBER. 06935972

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of SCRIBESTAR LIMITED

(passed on 20 September 2012)

\*A1J4XHG3\*
A07 08/10/2012 #139
COMPANIES HOUSE

On 20 September 2012 the following written resolutions were passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006 by the members of the above company

Resolution 1 is passed as an ordinary resolution and that resolution 2 is passed as a special resolution (the "Resolution").

## RESOLUTIONS

## ORDINARY RESOLUTION

THAT in substitution for all existing authorities for the allotment of shares by the 1 Directors which are hereby revoked but, without prejudice to any allotment, offer or agreement already made pursuant thereto, the Directors of the Company be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred as an allotment of "relevant securities") up to an aggregate nominal amount of £18.70 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the fifth anniversary of the passing of this resolution provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

## SPECIAL RESOLUTION

THAT the Directors are hereby empowered to allot equity securities pursuant to the authority conferred by Ordinary Resolution number I above as if the rights of preemption contained in Article 4.2 of the Company's Articles of Association did not apply to any such allotment, provided that such power shall, subject to the continuance of the authority conferred by Ordinary Resolution number 1, expire on the fifth anniversary of the passing of this resolution but may be previously renewed,

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revoked or varied from time to time by Special Resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied.

Chairman

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COMPANY NUMBER. 06935972

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PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of SCRIBESTAR LIMITED

(passed on 20 September 2012)

We certify this to be a true copy of the original Dated \$10/207

Morrison & Foerster (UK) LLP



A07 08/10/2012 COMPANIES HOUSE

#136

On 20 September 2012 the following written resolutions were passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006 by the members of the above company

Resolution 1 is passed as an ordinary resolution and that resolution 2 is passed as a special resolution (the "Resolution")

## RESOLUTIONS

#### ORDINARY RESOLUTION

1. THAT in substitution for all existing authorities for the allotment of shares by the Directors which are hereby revoked but, without prejudice to any allotment, offer or agreement already made pursuant thereto, the Directors of the Company be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred as an allotment of "relevant securities") up to an aggregate nominal amount of £18.70 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the fifth anniversary of the passing of this resolution provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked

## SPECIAL RESOLUTION

THAT the Directors are hereby empowered to allot equity securities pursuant to the authority conferred by Ordinary Resolution number I above as if the rights of preemption contained in Article 42 of the Company's Articles of Association did not apply to any such allotment, provided that such power shall, subject to the continuance of the authority conferred by Ordinary Resolution number 1, expire on the fifth anniversary of the passing of this resolution but may be previously renewed,

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revoked or varied from time to time by Special Resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied

Chairman